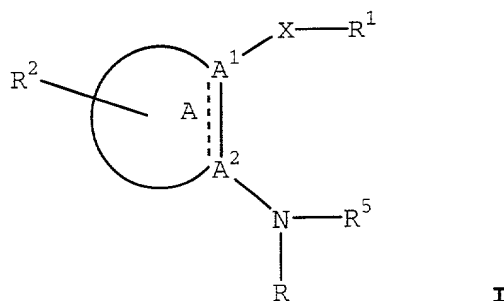


WHAT IS CLAIMED IS:

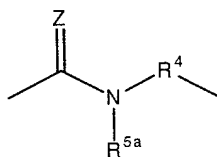
1. A compound of formula I



wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C, CH or N;

wherein ring A is selected from

- a) 5- or 6-membered partially saturated heterocyclyl,
- b) 5- or 6-membered heteroaryl,
- c) 9-, 10- or 11-membered fused partially saturated heterocyclyl,
- d) 9-, 10- or 11-membered fused heteroaryl,
- e) aryl, and
- f) 4-, 5- or 6-membered cycloalkenyl;



wherein X is

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl,
- b) substituted aryl, and
- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more

substituents independently selected from halo, -OR<sup>3</sup>,

-SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>,  
-NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally  
substituted 3-6 membered heterocyclyl, optionally  
substituted phenyl, nitro, alkylaminoalkoxyalkoxy,  
5 cyano, oxo, alkylaminoalkoxy, lower alkyl  
substituted with R<sup>2</sup>, lower alkenyl substituted with  
R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>1</sup> is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- 10 b) substituted or unsubstituted 4-6 membered  
heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or  
tricyclic heterocyclyl,
- d) cycloalkyl, and
- 15 e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents independently selected from halo, -OR<sup>3</sup>,  
-SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub>  
alkylenylR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -  
20 NR<sup>3</sup>C(O)R<sup>3</sup>, -NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3</sup>, optionally substituted  
cycloalkyl, optionally substituted 4-6 membered  
heterocyclyl, optionally substituted phenyl,  
halosulfonyl, cyano, alkylaminoalkoxy,  
alkylaminoalkoxyalkoxy, nitro, lower alkyl  
25 substituted with R<sup>2</sup>, lower alkenyl substituted with  
R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>2</sup> is one or more substituents independently selected  
from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -  
NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl,  
30 optionally substituted phenylalkylenyl, optionally  
substituted 4-6 membered heterocyclyl, optionally  
substituted heteroarylalkylenyl, optionally substituted  
phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower  
carboxyalkyl, nitro, C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkoxy-C<sub>1-</sub>

- 6-alkoxy-C<sub>1-6</sub>-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl; wherein R<sup>3</sup> is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkylalkyl, and lower haloalkyl;
- 10 wherein R<sup>4</sup> is selected from a direct bond, C<sub>2-4</sub>-alkylenyl, C<sub>2-4</sub>-alkenylenyl and C<sub>2-4</sub>-alkynylenyl, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;
- 15 wherein R<sup>14</sup> is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
- 20 and pharmaceutically acceptable derivatives thereof; provided A is not pyridyl when X is -C(O)NH- and when R<sup>1</sup> is 4-[3,5-bis(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when R<sup>5</sup> is methyl and when R is 4-methylpiperidyl; further provided A is not pyridyl when X is -C(O)NH-, when R<sup>5</sup> is H, when R<sup>2</sup> is 6-methyl and when R is indazolyl;
- 25 further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, 4-bromophenyl, 2-methylphenyl, 4-methoxyphenyl, when R<sup>5</sup> is H and when R is 4-pyridyl; further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, when R<sup>5</sup> is H and when R is 2-oxobenzopyran-4-yl;
- 30 further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, 4-chlorophenyl, 3-nitrophenyl, 4-methoxyphenyl, when R<sup>5</sup> is H and when R is 4-imidazolyl;

further provided A is not phenyl when X is -C(O)NH-, when R<sup>5</sup> is H, when R<sup>5a</sup> is substituted benzyl and when R is substituted triazinyl;

5 further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl or 2-chlorophenyl, when R<sup>5</sup> is H and when R is 4-quinazolinyl;

further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, when R<sup>5</sup> is H and when R is isoquinolin-1-yl;

10 further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is 2-chlorophenyl or 4-chlorophenyl, when R<sup>5</sup> is H and when R is 3-chloroisoquinolin-1-yl;

further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is 1-ethylpiperid-3-yl or 1-ethylpiperid-4-yl, when R<sup>5</sup> is H and when R is 8-trifluoromethylquinolin-4-yl;

15 further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is 1-ethylpiperid-3-yl, when R<sup>5</sup> is H and when R is 8-chloroquinolin-4-yl;

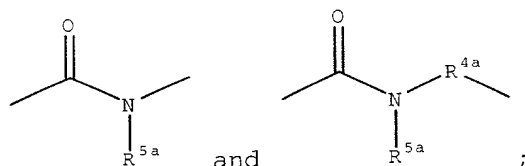
20 further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is halo substituted phenyl, 1-butylpiperid-4-yl, 1-ethylpiperid-3-yl or 1-ethylpiperid-4-yl, when R<sup>5</sup> is H and when R is 7-chloroquinolin-4-yl; and

further provided R is not unsubstituted 2-thienyl, unsubstituted 2-pyridyl or unsubstituted 3-pyridyl.

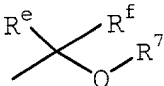
25 2. Compound of Claim 1, and pharmaceutically acceptable derivatives thereof, wherein A is selected from 5- or 6- membered partially saturated heterocyclyl.

30 3. Compound of Claim 2, wherein A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl,

imidazoliny and pyrazoliny; wherein X is selected from



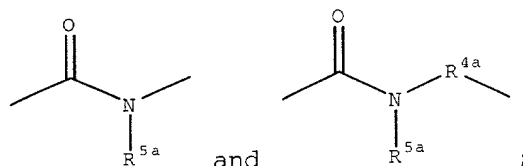
- wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, substituted phenyl and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ ,  $\text{C}_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro,  $\text{C}_{1-4}$ -alkylamino- $\text{C}_{1-4}$ -alkoxy- $\text{C}_{1-4}$ -alkoxy, cyano,  $\text{C}_{1-4}$ -alkylamino- $\text{C}_{1-4}$ -alkoxy,  $\text{C}_{1-2}$ -alkyl substituted with  $\text{R}^2$ ,  $\text{C}_{2-3}$ -alkenyl substituted with  $\text{R}^2$ , and  $\text{C}_{2-3}$ -alkynyl substituted with  $\text{R}^2$ ;
- wherein  $\text{R}^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl,  $\text{C}_{3-6}$ -cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl; wherein substituted  $\text{R}^1$  is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ , oxo,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{NH}(\text{C}_1\text{-C}_4\text{ alkylene})\text{R}^3$ ,  $-(\text{C}_1\text{-C}_4\text{ alkylene})\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ ,  $\text{C}_1\text{-C}_6$ -alkylamino- $\text{C}_1\text{-C}_6$ -alkoxy,  $\text{C}_1\text{-C}_6$ -alkylamino- $\text{C}_1\text{-C}_6$ -alkoxy- $\text{C}_1\text{-C}_6$ -alkoxy, halosulfonyl, optionally substituted 4-6 membered heterocyclylcarbonylalkyl,  $\text{C}_{1-4}$ -

alkoxycarbonylamino- $\text{C}_{1-6}$ -alkyl, , optionally substituted  $\text{C}_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $\text{C}_{1-6}$ -alkylene, optionally

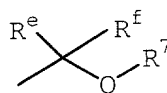
substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkylenyl, 4-6 membered heterocyclyl-C<sub>2</sub>-C<sub>6</sub>-alkenylenyl, C<sub>1-4</sub>-alkyl, cyano, C<sub>1-4</sub>-hydroxyalkyl, nitro and C<sub>1-4</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-6</sub>-alkyl, cyano, C<sub>1-4</sub>-hydroxyalkyl, C<sub>1-4</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-4</sub>-haloalkyl; wherein R<sup>3</sup> is independently selected from H, C<sub>1-4</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted C<sub>3-6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4a</sup> is C<sub>2-4</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-; wherein R<sup>4a</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>5a</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and wherein R<sup>7</sup> is selected from H, C<sub>1-6</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkyl, optionally substituted cycloalkyl, optionally substituted cycloalkyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl and C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl, and pharmaceutically acceptable derivatives thereof.

4. Compound of Claim 1, and pharmaceutically acceptable derivatives thereof, wherein A is selected from 5- or 6- membered heteroaryl.

5. Compound of Claim 4, wherein A is selected from pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein X is selected from



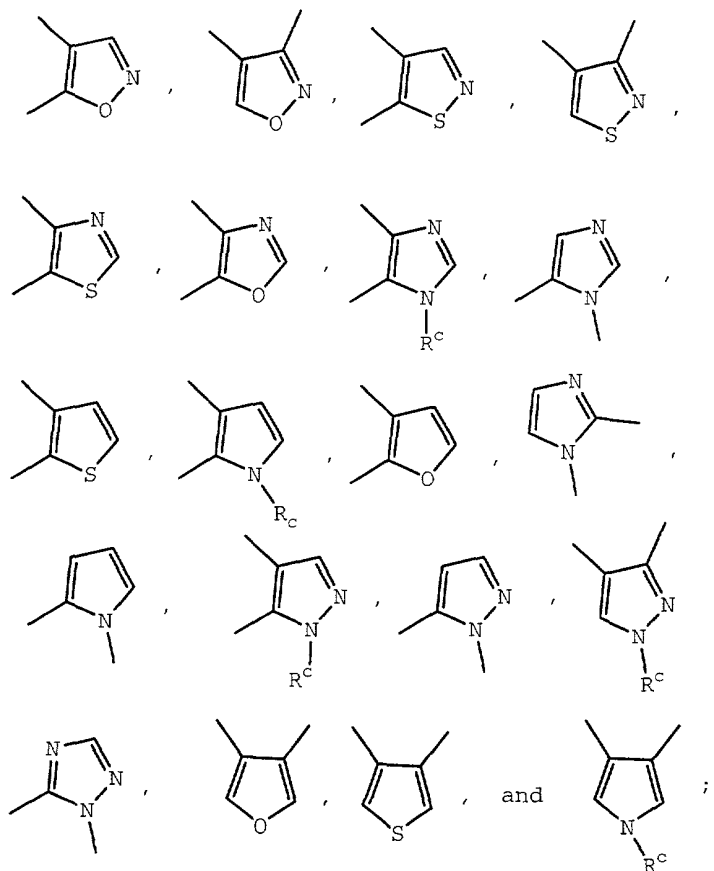
- wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, substituted phenyl and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ ,  $\text{C}_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro,  $\text{C}_{1-4}$ -alkylamino- $\text{C}_{1-4}$ -alkoxy- $\text{C}_{1-4}$ -alkoxy, cyano,  $\text{C}_{1-4}$ -alkylamino- $\text{C}_{1-4}$ -alkoxy,  $\text{C}_{1-2}$ -alkyl substituted with  $\text{R}^2$ ,  $\text{C}_{2-3}$ -alkenyl substituted with  $\text{R}^2$ , and  $\text{C}_{2-3}$ -alkynyl substituted with  $\text{R}^2$ ; wherein  $\text{R}^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl,  $\text{C}_{3-6}$ -cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl; wherein substituted  $\text{R}^1$  is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ , oxo,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{NH}(\text{C}_1-\text{C}_4 \text{ alkylene}\text{R}^3)$ ,  $-(\text{C}_1-\text{C}_4 \text{ alkylene})\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ ,  $\text{C}_1-\text{C}_6$ -alkylamino- $\text{C}_1-\text{C}_6$ -alkoxy,  $\text{C}_1-\text{C}_6$ -alkylamino- $\text{C}_1-\text{C}_6$ -alkoxy- $\text{C}_1-\text{C}_6$ -alkoxy, halosulfonyl, optionally substituted 4-6 membered heterocyclylcarbonylalkyl,  $\text{C}_{1-4}$ -



- alkoxycarbonylamino-C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-6</sub>-alkylenyl, 4-6 membered heterocyclyl-C<sub>2-6</sub>-alkenylenyl, C<sub>1-6</sub>-alkyl, cyano, C<sub>1-4</sub>-hydroxyalkyl, nitro and C<sub>1-4</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-6</sub>-alkyl, cyano, C<sub>1-4</sub>-hydroxyalkyl, C<sub>1-4</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-4</sub>-haloalkyl; wherein R<sup>3</sup> is independently selected from H, C<sub>1-4</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4a</sup> is C<sub>2-4</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-; wherein R<sup>4a</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>5a</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and wherein R<sup>7</sup> is selected from H, C<sub>1-6</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl and C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl, and pharmaceutically acceptable derivatives thereof.

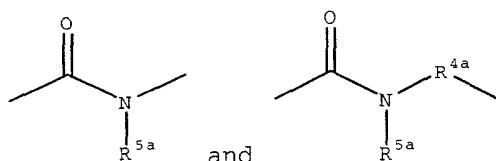
6. Compound of Claim 1 wherein A is selected from





wherein  $R^c$  is selected from H, methyl and optionally

5 substituted phenyl; wherein X is selected from



; wherein R is selected

from substituted or unsubstituted pyrazolyl, triazolyl,  
pyridyl, pyrimidinyl, and pyridazinyl, substituted phenyl,  
indazolyl, indolyl, isoindolyl, quinoliny, isoquinoliny,

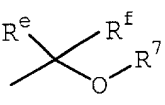
10 benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-

dihydroquinol-7-yl, naphthyridinyl and quinazolinyl; wherein

substituted R is substituted with one or more substituents  
independently selected from halo, hydroxy,  $C_{1-4}$ -alkyl,  $C_{1-2}$ -  
alkoxy, optionally substituted 4-6 membered heterocyclyl- $C_{1-}$

15  $_2$ -alkoxy, amino,  $C_{1-2}$ -alkylamino, aminosulfonyl,  $-NR^3C(O)OR^3$ ,

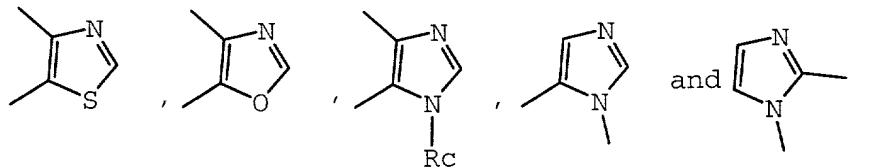
- NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkoxy-C<sub>1-2</sub>-alkoxy, cyano, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkoxy, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkyl, C<sub>1-2</sub>-alkylamino-C<sub>2-3</sub>-alkynyl, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-2</sub>-aminoalkyl, C<sub>1-2</sub>-haloalkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-3</sub>-alkenyl, and optionally substituted 4-6 membered heterocyclyl-C<sub>2-3</sub>-alkynyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C<sub>3-6</sub>-cycloalkyl, and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocycliloxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo, cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-

hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy; wherein R<sup>2</sup> is one

or more substituents independently selected from H, halo, hydroxy, C<sub>1-2</sub>-alkoxy, C<sub>1-2</sub>-haloalkoxy, amino, C<sub>1-2</sub>-alkylamino, optionally substituted 4-6 membered heterocyclyl-C<sub>1-2</sub>-alkylamino, aminosulfonyl, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-4</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is independently selected from H, C<sub>1-4</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted C<sub>3-6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4a</sup> is C<sub>2-3</sub>-alkylenyl where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4a</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>5a</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl, and pharmaceutically acceptable derivatives thereof.

25

7. Compound of Claim 6 wherein A is selected from



wherein R<sup>c</sup> is selected from H, methyl and optionally substituted phenyl; wherein X is -C(O)-NH-; wherein R is selected from substituted or unsubstituted 4-pyridyl, 3-

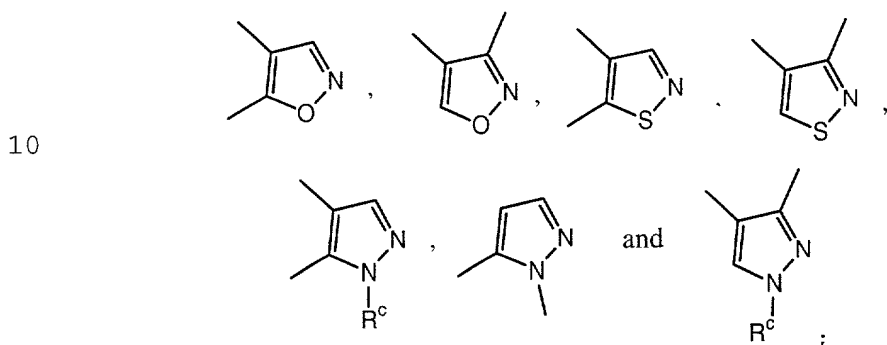
30

- pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-
- 5 1,2-dihydroquinol-7-yl, quinozaliny, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-
- 10 methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl,
- 15 methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indanyl, tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl,
- 20 thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl,
- 25 isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently
- 30 selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,

- piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein R<sup>2</sup> is one or more substituents independently selected from H, chloro, fluoro, bromo,

hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl and trifluoromethyl  
 5 and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

8. Compound of Claim 6 wherein A is selected from

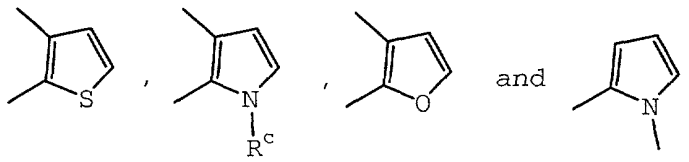


wherein  $R^c$  is selected from H, methyl and optionally substituted phenyl; wherein X is  $-C(O)-NH-$ ; wherein R is  
 15 selected from substituted or unsubstituted 4-pyridyl, 3-pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-  
 20 1,2-dihydroquinol-7-yl, quinoxalyl, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-  
 25 methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally

- substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indanyl,
- 5 tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl,
- 10 naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl,
- 15 benzodioxanyl and quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,
- 20 phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-
- 25 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,
- 30 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,

- aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),
- 5 imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-
- 10 di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,
- 15 phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and
- 20 ethoxy; and wherein  $R^2$  is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano,
- 25 hydroxymethyl, nitro, propenyl, propynyl and trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

- 30 9. Compound of Claim 6 wherein A is selected from





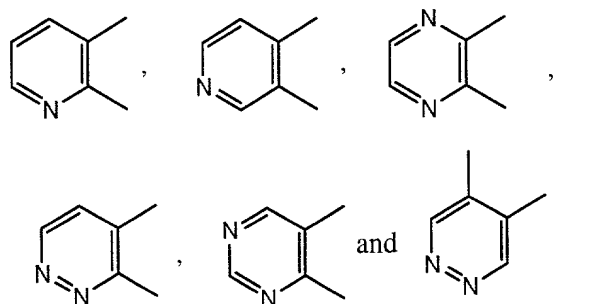
wherein R<sup>c</sup> is selected from H, methyl and optionally substituted phenyl; wherein X is -C(O)-NH-; wherein R is selected from substituted or unsubstituted 4-pyridyl, 3-pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, quinoxalyl, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indanyl, tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino,

- cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo,  
aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-  
4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
5 piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
10 4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
15 pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
20 methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
25 nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
30 aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-

2004622-01002

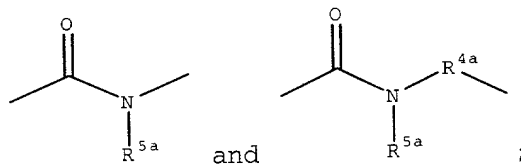
2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein  $R^2$  is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl and trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

10. Compound of Claim 1, wherein A is selected from



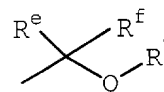
15

wherein X is selected from

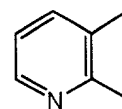


wherein R is selected from substituted or unsubstituted pyrazolyl, triazolyl, pyridyl, pyrimidinyl, and pyridazinyl, substituted phenyl, indazolyl, indolyl, isoindolyl, quinolinyl, isoquinolinyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinazolinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, hydroxy,  $C_{1-4}$ -alkyl,  $C_{1-2}$ -alkoxy,

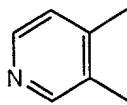
- optionally substituted 4-6 membered heterocyclyl-C<sub>1-2</sub>-alkoxy, amino, C<sub>1-2</sub>-alkylamino, aminosulfonyl, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro,
- 5 C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkoxy-C<sub>1-2</sub>-alkoxy, cyano, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkoxy, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkyl, C<sub>1-2</sub>-alkylamino-C<sub>2-3</sub>-alkynyl, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-2</sub>-aminoalkyl, C<sub>1-2</sub>-haloalkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-3</sub>-alkenyl, and optionally substituted 4-6 membered
- 10 heterocyclyl-C<sub>2-3</sub>-alkynyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C<sub>3-6</sub>-cycloalkyl, and substituted or unsubstituted 9-10 membered
- 15 bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1</sub>.C<sub>4</sub>-alkylenyl, C<sub>1-2</sub>-
- 20 haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>.C<sub>4</sub>-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2</sub>.C<sub>4</sub>-alkenylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered
- 25 heterocyclyloxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-
- 30 aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-



- alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl, and C<sub>1-4</sub>-alkoxy; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, hydroxy, C<sub>1-2</sub>-alkoxy, C<sub>1-2</sub>-haloalkoxy, amino, C<sub>1-2</sub>-alkylamino, optionally
- 5 substituted 4-6 membered heterocyclyl-C<sub>1-2</sub>-alkylamino, aminosulfonyl, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-4</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is
- 10 independently selected from H, C<sub>1-4</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted C<sub>3-6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4a</sup>
- 15 is C<sub>2-3</sub>-alkylenyl where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4a</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>5a</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-
- 20 haloalkyl; and wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-
- 25 alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl, and pharmaceutically acceptable derivatives thereof.



11. Compound of Claim 10, wherein A is



; wherein X is -C(O)-NH-; wherein R is selected

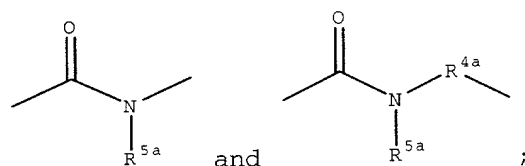
from substituted or unsubstituted 4-pyridyl, 3-pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, 5 benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, quinoxalyl, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, 10 methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally 15 substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indanyl, tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3- 20 benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, 25 dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R<sup>1</sup> is 30 substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-

- 4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
5 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
10 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
15 aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
20 hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
25 di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
30 pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-  
2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-  
ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and  
ethoxy; and wherein R<sup>2</sup> is one or more substituents

2004633-0100

independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

12. Compound of Claim 1 wherein A is 9- or 10-membered fused partially saturated heterocyclyl or 9- or 10-membered fused heteroaryl; wherein X is selected from

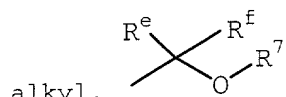


wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, substituted phenyl and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ ,  $\text{C}_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro,  $\text{C}_{1-4}$ -alkylamino- $\text{C}_{1-4}$ -alkoxy- $\text{C}_{1-4}$ -alkoxy, cyano,  $\text{C}_{1-4}$ -alkylamino- $\text{C}_{1-4}$ -alkoxy,  $\text{C}_{1-2}$ -alkyl substituted with  $\text{R}^2$ ,  $\text{C}_{2-3}$ -alkenyl substituted with  $\text{R}^2$ , and  $\text{C}_{2-3}$ -alkynyl substituted with  $\text{R}^2$ ; wherein  $\text{R}^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl,  $\text{C}_{3-6}$ -cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl; wherein substituted  $\text{R}^1$



is substituted with one or more substituents independently selected from halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4 \text{ alkylenyl}R^3)$ ,  $-(C_1-C_4 \text{ alkylenyl})NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $C_1-C_6$ -alkylamino- $C_1-C_6$ -

- 5 alkoxy,  $C_1-C_6$ -alkylamino- $C_1-C_6$ -alkoxy- $C_1-C_6$ -alkoxy, halosulfonyl, optionally substituted 4-6 membered heterocyclylcarbonylalkyl,  $C_{1-4}$ -alkoxycarbonylamino- $C_{1-6}$ -



- alkyl, , optionally substituted  $C_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-6}$ -alkylenyl, optionally substituted 4-6 membered heterocyclyl- $C_{1-6}$ -alkylenyl, 4-6 membered heterocyclyl- $C_{2-6}$ -alkenylenyl,  $C_{1-6}$ -alkyl, cyano,  $C_{1-4}$ -hydroxyalkyl, nitro and  $C_{1-4}$ -haloalkyl; wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $C_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-6}$ -alkyl, cyano,  $C_{1-4}$ -hydroxyalkyl,  $C_{1-4}$ -carboxyalkyl, nitro,  $C_{2-3}$ -alkenyl,  $C_{2-3}$ -alkynyl and  $C_{1-4}$ -haloalkyl; wherein  $R^3$  is independently selected from H,  $C_{1-4}$ -alkyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-4}$ -alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl- $C_{1-4}$ -alkyl, optionally substituted  $C_3-C_6$  cycloalkyl and  $C_{1-2}$ -haloalkyl; wherein  $R^{4a}$  is  $C_{2-4}$ -alkylenyl, where one of the  $CH_2$  groups may be replaced with an oxygen atom or an  $-NH-$ ; wherein  $R^{4a}$  is optionally substituted with hydroxy; wherein  $R^5$  is selected from H and  $C_{1-2}$ -alkyl; wherein  $R^{5a}$  is selected from H and  $C_{1-2}$ -alkyl; wherein  $R^e$  and  $R^f$  are independently selected from H and  $C_{1-2}$ -haloalkyl; and wherein  $R^7$  is selected from H,  $C_{1-6}$ -alkyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-6}$ -alkyl, optionally substituted 4-6 membered
- 10
- 15
- 20
- 25
- 30

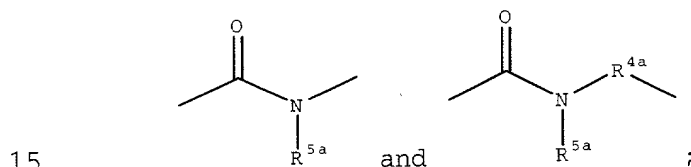
heterocyclyl, optionally substituted 4-6 membered heterocyclyl- $C_{1-6}$ -alkyl,  $C_{1-4}$ -alkoxy- $C_{1-4}$ -alkyl and  $C_{1-4}$ -alkoxy- $C_{1-4}$ -alkoxy- $C_{1-4}$ -alkyl, and pharmaceutically acceptable derivatives thereof.

5

13. Compound of Claim 12 wherein A is selected from benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, indolyl, isoindolyl, quinolyl, isoquinolyl, naphthpyridinyl, tetrahydroquinolyl, quinoxalinyl and quinazolinyl; and pharmaceutically acceptable salts thereof.

10

14. Compound of Claim 1, wherein A is 5- or 6-membered cycloalkenyl; wherein X is selected from

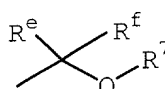


wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, substituted phenyl and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $C_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro,  $C_{1-4}$ -alkylamino- $C_{1-4}$ -alkoxy- $C_{1-4}$ -alkoxy, cyano,  $C_{1-4}$ -alkylamino- $C_{1-4}$ -alkoxy,  $C_{1-2}$ -alkyl substituted with  $R^2$ ,  $C_{2-3}$ -alkenyl substituted with  $R^2$ , and  $C_{2-3}$ -alkynyl substituted with  $R^2$ ; wherein  $R^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl,  $C_{3-6}$ -

25

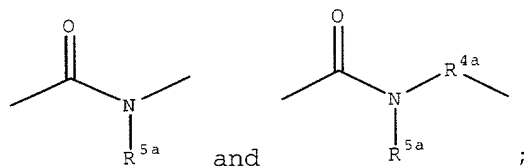
30

- cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl; wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4 \text{ alkylenyl}R^3)$ ,  $-(C_1-C_4 \text{ alkylenyl})NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $C_1-C_6$ -alkylamino- $C_1-C_6$ -alkoxy,  $C_1-C_6$ -alkylamino- $C_1-C_6$ -alkoxy- $C_1-C_6$ -alkoxy, halosulfonyl, optionally substituted 4-6 membered heterocyclylcarbonylalkyl,  $C_1-4$ -alkoxycarbonylamino- $C_1-6$ -

- 10 alkyl, , optionally substituted  $C_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-6}$ -alkylenyl, optionally substituted 4-6 membered heterocyclyl- $C_{1-6}$ -alkylenyl, 4-6 membered heterocyclyl- $C_2-C_6$ -alkenylenyl,
- 15  $C_{1-4}$ -alkyl, cyano,  $C_{1-4}$ -hydroxyalkyl, nitro and  $C_{1-4}$ -haloalkyl; wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $C_{3-6}$ -cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally
- 20 substituted phenyl,  $C_{1-6}$ -alkyl, cyano,  $C_{1-4}$ -hydroxyalkyl,  $C_{1-4}$ -carboxyalkyl, nitro,  $C_{2-3}$ -alkenyl,  $C_{2-3}$ -alkynyl and  $C_{1-4}$ -haloalkyl; wherein  $R^3$  is independently selected from H,  $C_{1-4}$ -alkyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-4}$ -alkyl, optionally substituted 4-6 membered
- 25 heterocyclyl, optionally substituted 4-6 membered heterocyclyl- $C_{1-4}$ -alkyl, optionally substituted  $C_3-C_6$  cycloalkyl and  $C_{1-2}$ -haloalkyl; wherein  $R^{4a}$  is  $C_{2-4}$ -alkylenyl, where one of the  $CH_2$  groups may be replaced with an oxygen atom or an  $-NH-$ ; wherein  $R^{4a}$  is optionally substituted with
- 30 hydroxy; wherein  $R^5$  is selected from H and  $C_{1-2}$ -alkyl; wherein  $R^{5a}$  is selected from H and  $C_{1-2}$ -alkyl; wherein  $R^e$  and  $R^f$  are independently selected from H and  $C_{1-2}$ -haloalkyl; and wherein  $R^7$  is selected from H,  $C_{1-6}$ -alkyl, optionally substituted

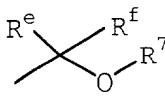
- phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C6</sub>-alkyl, C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl and C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl, and
- 5 pharmaceutically acceptable derivatives thereof.

15. Compound of Claim 1, wherein A is phenyl; wherein X is selected from



- 10 wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, substituted phenyl and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R is substituted
- 15 with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, C<sub>1-4</sub>-alkylamino-C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-
- 20 alkoxy, cyano, C<sub>1-4</sub>-alkylamino-C<sub>1-4</sub>-alkoxy, C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, C<sub>2-3</sub>-alkenyl substituted with R<sup>2</sup>, and C<sub>2-3</sub>-alkynyl substituted with R<sup>2</sup>; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl,
- 25 substituted or unsubstituted 5-6 membered heteroaryl, C<sub>3-6</sub>-cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>,
- 30 -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkylene)R<sup>3</sup>, -(C<sub>1</sub>-C<sub>4</sub> alkylene)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>1-C6</sub>-alkylamino-C<sub>1-C6</sub>-

alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkylamino-C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
 halosulfonyl, optionally substituted 4-6 membered  
 heterocyclylcarbonylalkyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-6</sub>-

alkyl, , optionally substituted C<sub>3-6</sub>-cycloalkyl,

- 5 optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkylenyl, 4-6 membered heterocyclyl-C<sub>2</sub>-C<sub>6</sub>-alkenylenyl, C<sub>1-6</sub>-alkyl, cyano, C<sub>1-4</sub>-hydroxyalkyl, nitro and C<sub>1-4</sub>-haloalkyl;
- 10 wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-6</sub>-alkyl, cyano, C<sub>1-4</sub>-hydroxyalkyl, C<sub>1-4</sub>-
- 15 carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-4</sub>-haloalkyl; wherein R<sup>3</sup> is independently selected from H, C<sub>1-4</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered
- 20 heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4a</sup> is C<sub>2-4</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-; wherein R<sup>4a</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein
- 25 R<sup>5a</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and wherein R<sup>7</sup> is selected from H, C<sub>1-6</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-6</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally
- 30 substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl and C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkoxy-C<sub>1-4</sub>-alkyl, and pharmaceutically acceptable derivatives thereof.

16. Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

- N-(4-Chlorophenyl) [2-(6-quinolylamino) (3-pyridyl)]carboxamide;
- 5 N-(4-Chlorophenyl) [2-(5-isoquinolylamino) (3-pyridyl)]carboxamide;
- N-(4-Chlorophenyl) [2-(1H-indazol-5-ylamino) (3-pyridyl)]carboxamide;
- N-(4-Chlorophenyl) [2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;
- 10 2-(1H-Indazol-6-ylamino)-N-(4-isopropyl-phenyl)nicotinamide;
- [2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[3-(methylethyl)phenyl]carboxamide;
- [2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-(methylpropyl)phenyl]carboxamide;
- 15 N-[4-(tert-Butyl)phenyl] [2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;
- [2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide;
- 20 N-[3-(tert-Butyl)phenyl] [2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;
- [2-(Benzotriazol-6-ylamino) (3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;
- [2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-(3-phenylpyrazol-5-yl)carboxamide;
- 25 N-(4-Chloro-3-sulfamoylphenyl) [2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;
- [2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-(4-methyl-2-oxo-1,2-dihydroquinol-7-yl)carboxamide;
- 30 N-[4-(Methylethyl)phenyl] {2-[(4-methyl-2-oxo(7-hydroquinolyl)) amino] (3-pyridyl)}carboxamide;
- N-[5-(tert-Butyl)isoxazol-3-yl] [2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

- N-[5-(tert-Butyl)-1-methylpyrazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- N-[4-(tert-Butyl)(1,3-thiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 5 N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1,1,2,2,3,3,4,4,4-nonafluorobutyl)phenyl]carboxamide;
- {2-[(1-Methyl(1H-indazol-6-yl))amino](3-pyridyl)}-N-[4-(methylethyl)phenyl]carboxamide;
- 10 N-[4-(tert-Butyl)phenyl]{2-[(7-bromo(1H-indazol-6-yl))amino](3-pyridyl)}carboxamide;
- 2-(1H-Indazol-6-ylamino)-N-[4-tert-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl]nicotinamide;
- 15 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;
- N-[5-(tert-Butyl)-2-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 20 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{6-[4-(trifluoromethyl)piperidyl](3-pyridyl)}carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(1-oxo(7-2,3,4-trihydroisoquinolyl))carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethoxy)phenyl]carboxamide;
- 25 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;
- N-(4-{(1S)-1-[(Methylethyl)amino]ethyl}phenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 30 N-[4-(tert-Butyl)-3-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(4-methylpiperazinyl)phenyl]carboxamide;

- N-[4-(tert-Butyl)-2-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- N-[2-[2-(Dimethylamino)ethoxy]-5-(tert-butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 5 N-[3-[2-(Dimethylamino)ethoxy]phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- N-(3-Hydroxy-4-methoxyphenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- N-[3-[2-(Dimethylamino)ethoxy]-4-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 10 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-methoxy-3-(1-methyl(4-piperidyl)oxy)phenyl]carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolin-2-yl)carboxamide;
- 15 [2-({3-[2-(Dimethylamino)ethoxy](1H-indazol-6-yl)}amino)(3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;
- N-[3,3-Dimethyl-1-(4-piperidylmethyl)indolin-6-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-
- 20 nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-(4-phenoxy-phenyl)-nicotinamide;
- [2-(1H-Indazol-5-ylamino)(3-pyridyl)]-N-(4-phenoxyphenyl)carboxamide;
- 25 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(4-phenylphenyl)carboxamide;
- [2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylsulfonyl)phenyl]carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[1-(1-methyl(4-piperidyl))indolin-6-yl]carboxamide;
- 30 N-[3,3-Dimethyl-1-(1-methyl(4-piperidyl))indolin-6-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(1-methyl(4-piperidyl))indol-5-yl]carboxamide;

2004-03-23 10:40:00

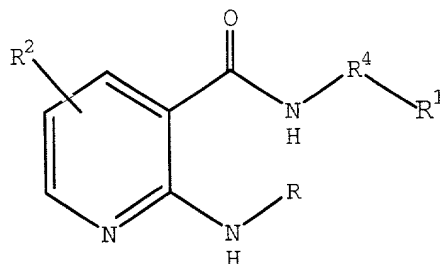


- [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(trifluoromethyl)phenyl]carboxamide;  
N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 5 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[5-(1-methyl(4-1,2,5,6-tetrahydropyridyl))-3-(trifluoromethyl)phenyl]carboxamide;  
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1-methyl(4-piperidyl))phenyl]carboxamide;
- 10 N-[4-(tert-Butyl)-3-(3-piperidylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;  
N-[3-((1E)-4-Pyrrolidinylbut-1-enyl)-4-(tert-butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 15 N-[4-(tert-Butyl)-3-(3-pyrrolidinylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;  
N-[4-(tert-Butyl)-3-(3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
- 20 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{3-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl}carboxamide;  
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl}carboxamide;  
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{3-[3-(4-methylpiperazinyl)propyl]phenyl}carboxamide;
- 25 [2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[3-(4-methylpiperazinyl)propyl]phenyl}carboxamide;  
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[1-(2-morpholin-4-ylethyl)indol-6-yl]carboxamide;
- 30 N-[4-(1,1-Dimethyl-3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;  
2-(1H-Indazol-6-ylamino)-N-(4-{2,2,2-trifluoro-1-[2-(2-methoxy-ethoxy)-ethoxy]-1-trifluoromethyl-ethyl}-phenyl)-nicotinamide;

20250323 1400T

- [2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-{4-[2,2,2-trifluoro-  
1-(2-piperidylethoxy)-1-  
(trifluoromethyl)ethyl]phenyl}carboxamide;  
N-[4-(*tert*-Butyl)phenyl][6-fluoro-2-(1H-indazol-6-  
5 ylamino) (3-pyridyl)]carboxamide;  
[6-Fluoro-2-(1H-indazol-6-ylamino) (3-pyridyl)]-N-[4-  
(methylethyl)phenyl]carboxamide;  
[6-Fluoro-2-(1H-indazol-6-ylamino) (3-pyridyl)]-N-[3-  
(trifluoromethyl)phenyl]carboxamide; and  
10 {2-[(1-(2-Pyridyl)pyrrolidin-3-yl)amino] (3-pyridyl)}-N-[3-  
(trifluoromethyl)phenyl]carboxamide.

17. A compound of Claim 1 having Formula II



II

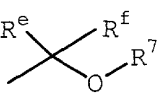
15

- wherein R is selected from unsubstituted or substituted 9-  
or 10-membered fused nitrogen-containing heteroaryl,  
wherein R is substituted with one or more substituents  
20 selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted  
heterocyclalkoxy, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl,  
C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-  
alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted  
25 heterocyclalk-C<sub>2-4</sub>-alkynyl;  
wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,  
cycloalkyl,  
5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered  
tricyclic heterocyclyl,

wherein substituted  $R^1$  is substituted with one or more

- substituents selected from halo,  $C_{1-6}$ -alkyl, optionally  
5 substituted  $C_{3-6}$ -cycloalkyl, optionally substituted  
phenyl, optionally substituted phenyl- $C_{1-4}$ -alkylenyl,  
 $C_{1-2}$ -haloalkoxy, optionally substituted phenyloxy,  
optionally substituted 4-6 membered heterocyclyl- $C_{1-4}$ -  
alkyl, optionally substituted 4-6 membered  
10 heterocyclyl- $C_{2-4}$ -alkenyl, optionally substituted 4-6  
membered heterocyclyl, optionally substituted 4-6  
membered heterocycliloxy, optionally substituted 4-6  
membered heterocyclyl- $C_{1-4}$ -alkoxy, optionally  
substituted 4-6 membered heterocyclylsulfonyl,  
15 optionally substituted 4-6 membered heterocyclylamino,  
optionally substituted 4-6 membered  
heterocyclylcarbonyl, optionally substituted 4-6  
membered heterocyclyl- $C_{1-4}$ -alkylcarbonyl,  $C_{1-2}$ -  
haloalkyl,  $C_{1-4}$ -aminoalkyl, nitro, amino, hydroxy,  
20 cyano, aminosulfonyl,  $C_{1-2}$ -alkylsulfonyl, halosulfonyl,  
 $C_{1-4}$ -alkylcarbonyl,  $C_{1-3}$ -alkylamino- $C_{1-3}$ -alkyl,  $C_{1-3}$ -  
alkylamino- $C_{1-3}$ -alkoxy,  $C_{1-3}$ -alkylamino- $C_{1-3}$ -alkoxy- $C_{1-3}$ -  
alkoxy,  $C_{1-4}$ -alkoxycarbonyl,  $C_{1-4}$ -alkoxycarbonylamino- $C_{1-}$

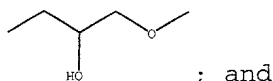
4-alkyl,  $C_{1-4}$ -hydroxyalkyl,  and  $C_{1-4}$ -alkoxy;

- 25 wherein  $R^2$  is one or more substituents independently  
selected from

- H,  
halo,  
hydroxy,  
30 amino,  
 $C_{1-6}$ -alkyl,  
 $C_{1-6}$ -haloalkyl,  
 $C_{1-6}$ -alkoxy,

- C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>3-6</sub>-cycloalkyl,  
cyano,  
5 C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
10 C<sub>1-6</sub>-carboxyalkyl,  
4-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered  
heterocyclyl;

- 15 wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



- wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and  
wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
20 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
and pharmaceutically acceptable derivatives thereof.

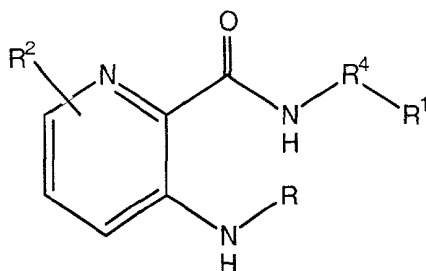
25

18. Compound of Claim 17 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
30 dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl,

- thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl,  
1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,  
isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-  
indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl,  
5 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-  
1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl,  
indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,  
benzothienyl, benzofuryl, benzimidazolyl, dihydro-  
benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is  
10 unsubstituted or substituted with one or more substituents  
selected from bromo, chloro, fluoro, iodo, nitro, amino,  
cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo,  
aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-  
15 4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
20 piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
25 pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
30 ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-

- butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
 nonafluorobutyl, dimethylaminopropyl, 1,1-  
 di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
 di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
 5 di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
 hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
 aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
 isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
 phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
 10 pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
 ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-  
 2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-  
 ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and  
 ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro,  
 15 bromo, amino, hydroxy, methyl, ethyl, propyl, oxo,  
 dimethylamino, aminosulfonyl, cyclopropyl, cyano,  
 hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,  
 ethoxy, trifluoromethoxy, carboxymethyl,  
 morpholinylethylamino, propynyl, unsubstituted or  
 20 substituted phenyl and unsubstituted or substituted  
 heteroaryl selected from thienyl,  
 furanyl, pyridyl, imidazolyl, and pyrazolyl; and  
 wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and
- 
- ; and pharmaceutically acceptable derivatives  
 25 thereof.

19. A compound of Claim 1 having Formula III



III

wherein R is selected from unsubstituted or substituted 9-  
or 10-membered fused nitrogen-containing heteroaryl,

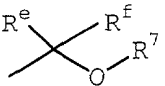
5 where R is substituted with one or more substituents  
selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted  
heterocyclalkoxy, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl,  
10 C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-  
alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted  
heterocyclalkyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,  
cycloalkyl,

15 5-6 membered heteroaryl and  
9-10 membered bicyclic and 13-14 membered  
tricyclic heterocyclalkyl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
20 substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl,  
C<sub>1-2</sub>-haloalkoxy, optionally substituted phenyloxy,  
optionally substituted 4-6 membered heterocyclalkyl-C<sub>1-C4</sub>-  
alkylenyl, optionally substituted 4-6 membered  
25 heterocyclalkyl-C<sub>2-C4</sub>-alkenylenyl, optionally substituted  
4-6 membered heterocyclalkyl, optionally substituted 4-6  
membered heterocyclalkoxy, optionally substituted 4-6  
membered heterocyclalkyl-C<sub>1-4</sub>-alkoxy, optionally  
substituted 4-6 membered heterocyclalkylsulfonyl,

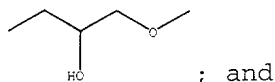
optionally substituted 4-6 membered heterocyclylamino,  
 optionally substituted 4-6 membered  
 heterocyclylcarbonyl, optionally substituted 4-6  
 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 5 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy,  
 cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl,  
 C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-  
 alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-  
 alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>

10 4-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from

H,  
 halo,  
 15 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 C<sub>1-6</sub>-haloalkyl,  
 C<sub>1-6</sub>-alkoxy,  
 20 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 cyano,  
 C<sub>1-2</sub>-hydroxyalkyl,  
 25 nitro,  
 C<sub>2-3</sub>-alkenyl,  
 C<sub>2-3</sub>-alkynyl,  
 C<sub>1-6</sub>-haloalkoxy,  
 C<sub>1-6</sub>-carboxyalkyl,  
 30 4-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 unsubstituted or substituted phenyl and  
 unsubstituted or substituted 4-6 membered  
 heterocyclyl;



wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and

- 5 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
10 and pharmaceutically acceptable derivatives thereof.

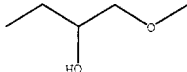
20. Compound of Claim 19 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents  
30 selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-

- 4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
5 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
10 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
15 aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
20 hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
25 di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
30 pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-  
2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-  
ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and  
ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro,

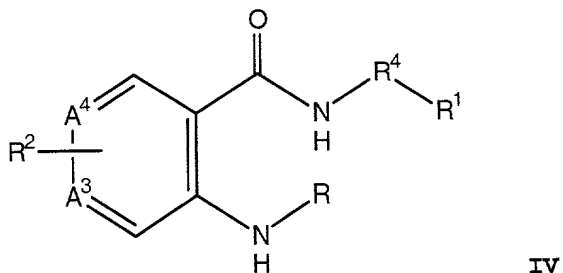
bromo, amino, hydroxy, methyl, ethyl, propyl, oxo,  
dimethylamino, aminosulfonyl, cyclopropyl, cyano,  
hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,  
ethoxy, trifluoromethoxy, carboxymethyl,

- 5 morpholinylethylamino, propynyl, unsubstituted or  
substituted phenyl and unsubstituted or substituted  
heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; and  
wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and

- 10  ; and pharmaceutically acceptable derivatives  
thereof.

21. A compound of Claim 1 having Formula IV



wherein  $A^3$  is selected from  $CR^2$  and N;

wherein  $A^4$  is selected from  $CR^2$  and N; provided one of  $A^3$  and  
15  $A^4$  is not  $CR^2$ ;

- 20 wherein R is selected from unsubstituted or  
substituted 9- or 10-membered fused nitrogen-  
containing heteroaryl,

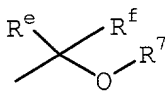
where R is substituted with one or more substituents  
selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -  
25  $C_{1-6}$ -haloalkyl,  $C_{1-6}$ -alkoxy, optionally substituted  
heterocyclalkoxy,  $C_{1-6}$ -alkylamino- $C_{2-4}$ -alkynyl,  
 $C_{1-6}$ -alkylamino- $C_{1-6}$ -alkoxy,  $C_{1-6}$ -alkylamino- $C_{1-6}$ -

alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted  
heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

- 5           cycloalkyl,  
          5-6 membered heteroaryl and  
          9-10 membered bicyclic and 13-14 membered  
          tricyclic heterocyclyl,

- wherein substituted R<sup>1</sup> is substituted with one or more  
10       substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
          substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
          phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkylenyl,  
          C<sub>1-2</sub>-haloalkoxy, optionally substituted phenyloxy,  
          optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-  
15       alkylenyl, optionally substituted 4-6 membered  
          heterocyclyl-C<sub>2-4</sub>-alkenylenyl, optionally substituted  
          4-6 membered heterocyclyl, optionally substituted 4-6  
          membered heterocycliloxy, optionally substituted 4-6  
          membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally  
20       substituted 4-6 membered heterocyclylsulfonyl,  
          optionally substituted 4-6 membered heterocyclylamino,  
          optionally substituted 4-6 membered  
          heterocyclylcarbonyl, optionally substituted 4-6  
          membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
25       haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy,  
          cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl,  
          C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-  
          alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-  
          alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>

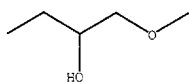
- 30       4-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
selected from

H,

- halo,  
hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
5 C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>3-6</sub>-cycloalkyl,  
10 cyano,  
C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,  
15 C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered  
20 heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



; and

- wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and  
25 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
30 and pharmaceutically acceptable derivatives thereof.

22. Compound of Claim 21 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one

or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is

5 selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-

10 indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-

15 benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,

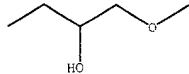
20 phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-

25 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,

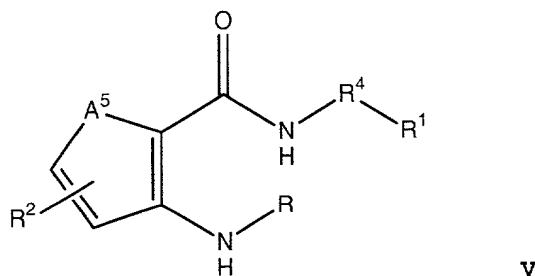
30 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,

- aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),
- 5 imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-
- 10 di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,
- 15 phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and
- 20 ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl,
- 25 morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; and wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and

- 30  ; and pharmaceutically acceptable derivatives thereof.

23. A compound of Claim 1 having the formula V



wherein  $A^5$  is selected from S, O and  $NR^6$ ;

5 wherein R is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

wherein R is substituted with one or more substituents

selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -haloalkyl,  $C_{1-6}$ -alkoxy, optionally substituted

10 heterocyclalkoxy,  $C_{1-6}$ -alkylamino- $C_{2-4}$ -alkynyl,  $C_{1-6}$ -alkylamino- $C_{1-6}$ -alkoxy,  $C_{1-6}$ -alkylamino- $C_{1-6}$ -alkoxy- $C_{1-6}$ -alkoxy, and optionally substituted heterocyclalkyl- $C_{2-4}$ -alkynyl;

wherein  $R^1$  is selected from unsubstituted or substituted

15 aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered

tricyclic heterocyclalkyl,

20 wherein substituted  $R^1$  is substituted with one or more

substituents selected from halo,  $C_{1-6}$ -alkyl, optionally

substituted  $C_{3-6}$ -cycloalkyl, optionally substituted

phenyl, optionally substituted phenyl- $C_{1-4}$ -alkylenyl,  $C_{1-}$

2-haloalkoxy, optionally substituted phenyloxy,

25 optionally substituted 4-6 membered heterocyclalkyl- $C_{1-4}$ -

alkylenyl, optionally substituted 4-6 membered

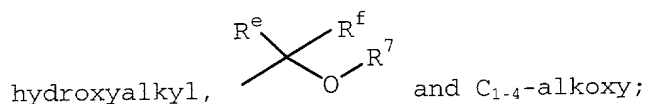
heterocyclalkyl- $C_{2-4}$ -alkenylenyl, optionally substituted 4-6

membered heterocyclalkyl, optionally substituted 4-6

membered heterocyclalkoxy, optionally substituted 4-6



membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted  
 4-6 membered heterocyclylsulfonyl, optionally substituted  
 4-6 membered heterocyclylamino, optionally substituted 4-  
 6 membered heterocyclylcarbonyl, optionally substituted  
 5 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano,  
 aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-  
 alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-  
 C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-  
 10 alkoxy carbonyl, C<sub>1-4</sub>-alkoxy carbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-

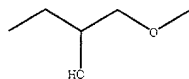


wherein R<sup>2</sup> is one or more substituents independently  
 selected from

H,  
 15 halo,  
 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 C<sub>1-6</sub>-haloalkyl,  
 20 C<sub>1-6</sub>-alkoxy,  
 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 cyano,  
 25 C<sub>1-2</sub>-hydroxyalkyl,  
 nitro,  
 C<sub>2-3</sub>-alkenyl,  
 C<sub>2-3</sub>-alkynyl,  
 C<sub>1-6</sub>-haloalkoxy,  
 30 C<sub>1-6</sub>-carboxyalkyl,  
 5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 unsubstituted or substituted phenyl and

unsubstituted or substituted 4-6 membered  
heterocyclyl;

wherein  $R^4$  is selected from a direct bond,  $C_{1-4}$ -alkyl, and



; and

5 wherein  $R^e$  and  $R^f$  are independently selected from H and  $C_{1-2}$ -haloalkyl;

wherein  $R^6$  is H or  $C_{1-6}$ -alkyl; and

wherein  $R^7$  is selected from H,  $C_{1-3}$ -alkyl, optionally

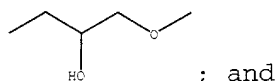
substituted phenyl, optionally substituted phenyl- $C_{1-3}$ -  
10 alkyl, 4-6 membered heterocyclyl, optionally substituted  
4-6 membered heterocyclyl- $C_{1-3}$ -alkyl,  $C_{1-3}$ -alkoxy- $C_{1-2}$ -  
alkyl and  $C_{1-3}$ -alkoxy- $C_{1-3}$ -alkoxy- $C_{1-3}$ -alkyl;  
and pharmaceutically acceptable derivatives thereof.

15 24. Compound of Claim 23 wherein R is selected from  
indazolyl, where R is unsubstituted or substituted with one  
or more substituents selected from chloro, fluoro, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
dimethylaminopropynyl, 1-methylpiperidinylmethoxy,  
20 dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein  $R^1$  is  
selected from phenyl, tetrahydronaphthyl, indanyl, indenyl,  
naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl,  
thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl,  
1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,  
25 isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-  
indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl,  
2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-  
1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolyl,  
indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,  
30 benzothienyl, benzofuryl, benzimidazolyl, dihydro-  
benzimidazolyl, benzoxazolyl and benzthiazolyl, where  $R^1$  is  
unsubstituted or substituted with one or more substituents  
selected from bromo, chloro, fluoro, iodo, nitro, amino,

- cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo,  
aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-  
4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
5 piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
10 4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
15 pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
20 methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
25 nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
30 aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-

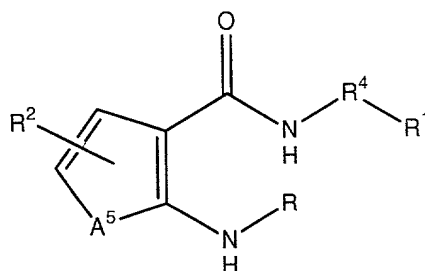
2025-2026

2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



wherein  $R^6$  is H or methyl;  
and pharmaceutically acceptable derivatives thereof.

25. A compound of Claim 1 having the formula



VI

wherein  $A^5$  is selected from S, O and  $NR^6$ ;  
wherein R is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl, where R is substituted with one or more substituents selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -haloalkyl,  $C_{1-6}$ -alkoxy, optionally substituted heterocyclalkoxy,  $C_{1-6}$ -alkylamino- $C_{2-4}$ -alkynyl,  $C_{1-6}$ -alkylamino- $C_{1-6}$ -alkoxy,  $C_{1-6}$ -alkylamino- $C_{1-6}$ -alkoxy- $C_{1-6}$ -

alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted

aryl,

5

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered

tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more

10

substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally

substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted

phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-</sub>

2-haloalkoxy, optionally substituted phenyloxy,

optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-

15

alkylenyl, optionally substituted 4-6 membered

heterocyclyl-C<sub>2-C4</sub>-alkenylenyl, optionally substituted 4-6

membered heterocyclyl, optionally substituted 4-6

membered heterocycliloxy, optionally substituted 4-6

membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted

20

4-6 membered heterocyclylsulfonyl, optionally substituted

4-6 membered heterocyclylamino, optionally substituted 4-

6 membered heterocyclylcarbonyl, optionally substituted

4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-

haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano,

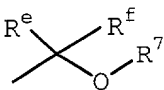
25

aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-

alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-

C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-

alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-

hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

30

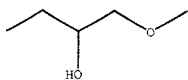
wherein R<sup>2</sup> is one or more substituents independently selected from

H,

halo,

- hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
5 C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>3-6</sub>-cycloalkyl,  
cyano,  
10 C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
15 C<sub>1-6</sub>-carboxyalkyl,  
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered  
heterocyclyl;

- 20 wherein R<sup>d</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



; and

- wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
haloalkyl;  
wherein R<sup>g</sup> is H or C<sub>1-6</sub>-alkyl; and  
25 wherein R<sup>h</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
alkyl, 4-6 membered heterocyclyl, optionally substituted  
4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-  
alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
30 and pharmaceutically acceptable derivatives thereof.

26. Compound of Claim 25 wherein R is selected from  
indazolyl, where R is unsubstituted or substituted with one

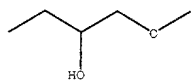
- or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is
- 5 selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-
- 10 indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-
- 15 benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,
- 20 phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-
- 25 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,
- 30 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,

20240303-031000

- aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),
- 5 imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-
- 10 di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,
- 15 phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and
- 20 ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl,
- 25 morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



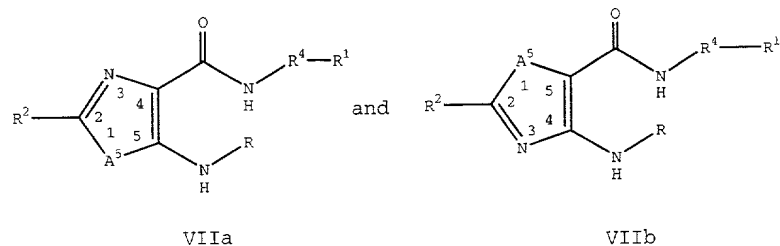
30 ; and

wherein  $R^6$  is H or methyl;

and pharmaceutically acceptable derivatives thereof.

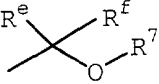


27. A compound of Claim 1 having the formula



- 5 wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;  
wherein R is selected from unsubstituted or substituted 9-  
or 10-membered fused nitrogen-containing heteroaryl,  
where R is substituted with one or more substituents  
selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted  
10 heterocyclalkoxy, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-  
alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-  
alkoxy, and optionally substituted heterocyclalkyl-C<sub>2-4</sub>-  
alkynyl;  
15 wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,  
cycloalkyl,  
5-6 membered heteroaryl and  
9-10 membered bicyclic and 13-14 membered  
20 tricyclic heterocyclalkyl,  
wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkylenyl, C<sub>1</sub>-  
25 2-haloalkoxy, optionally substituted phenyloxy,  
optionally substituted 4-6 membered heterocyclalkyl-C<sub>1</sub>-C<sub>4</sub>-  
alkylenyl, optionally substituted 4-6 membered  
heterocyclalkyl-C<sub>2</sub>-C<sub>4</sub>-alkenylenyl, optionally substituted 4-6  
membered heterocyclalkyl, optionally substituted 4-6  
30 membered heterocyclalkoxy, optionally substituted 4-6

membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted  
 4-6 membered heterocyclylsulfonyl, optionally substituted  
 4-6 membered heterocyclylamino, optionally substituted 4-  
 6 membered heterocyclylcarbonyl, optionally substituted  
 5 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano,  
 aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-  
 alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-  
 C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-  
 10 alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-

hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

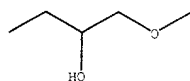
wherein R<sup>2</sup> is one or more substituents independently  
 selected from

H,  
 15 halo,  
 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 C<sub>1-6</sub>-haloalkyl,  
 20 C<sub>1-6</sub>-alkoxy,  
 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 cyano,  
 25 C<sub>1-2</sub>-hydroxyalkyl,  
 nitro,  
 C<sub>2-3</sub>-alkenyl,  
 C<sub>2-3</sub>-alkynyl,  
 C<sub>1-6</sub>-haloalkoxy,  
 30 C<sub>1-6</sub>-carboxyalkyl,  
 5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 unsubstituted or substituted phenyl and

20040303 0400T

unsubstituted or substituted 4-6 membered  
heterocyclyl;

wherein R<sup>d</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



; and

- 5 wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;

wherein R<sup>g</sup> is H or C<sub>1-6</sub>-alkyl; and

wherein R<sup>h</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally

- 10 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
and pharmaceutically acceptable derivatives thereof.

- 15 28. Compound of Claim 27 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy,  
20 dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>i</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,  
25 isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,  
30 benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>i</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino,

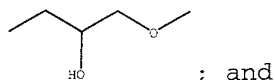
- cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo,  
aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-  
4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,  
5 piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-  
methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-  
(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-  
Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-  
piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-  
10 4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-  
ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl,  
pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,  
pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-  
pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl,  
15 pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
20 methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
25 nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
30 aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-

2025 RELEASE UNDER E.O. 14176

- 2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and

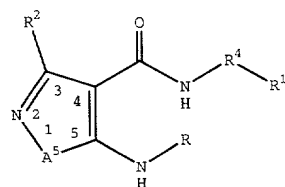


; and

wherein  $R^6$  is H or methyl;

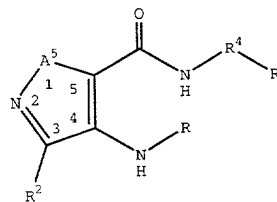
- and pharmaceutically acceptable derivatives thereof.

# 29. Compound of Claim 1 of the formulas



VIIIa

and



VIIIb

20

wherein  $A^5$  is selected from S, O and  $NR^6$ ;

wherein R is selected from

unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

- 25 where R is substituted with one or more substituents selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -haloalkyl,  $C_{1-6}$ -alkoxy, optionally substituted heterocyclalkoxy,  $C_{1-6}$ -alkylamino- $C_{2-4}$ -alkynyl,  $C_{1-6}$ -

alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted

5 aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered

tricyclic heterocyclyl,

10 wherein substituted R<sup>1</sup> is substituted with one or more

substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally

substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted

phenyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkylenyl, C<sub>1</sub>-2-haloalkoxy, optionally substituted phenyloxy,

15 optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-

alkylenyl, optionally substituted 4-6 membered

heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenylenyl, optionally substituted 4-6

membered heterocyclyl, optionally substituted 4-6

membered heterocycliloxy, optionally substituted 4-6

20 membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted

4-6 membered heterocyclylsulfonyl, optionally substituted

4-6 membered heterocyclylamino, optionally substituted 4-

6 membered heterocyclylcarbonyl, optionally substituted

4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-

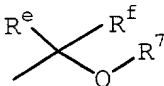
25 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano,

aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-

alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-

C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-

alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-

30 hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

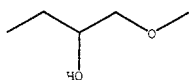
wherein R<sup>2</sup> is one or more substituents independently

selected from

H,

- halo,  
hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
5 C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>3-6</sub>-cycloalkyl,  
10 cyano,  
C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,  
15 C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered  
20 heterocyclyl;

wherein R<sup>d</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



; and

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;

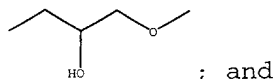
25 wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl; and

wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
30 and pharmaceutically acceptable derivatives thereof.

30. Compound of Claim 29 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl,
- 5 dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl,
- 10 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl,
- 15 indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino,
- 20 cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-
- 25 methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-
- 30 ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,



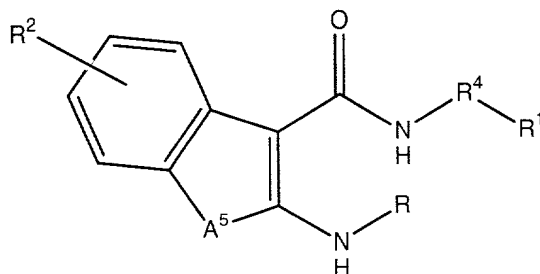
- methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-  
 methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,  
 aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-  
 ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-  
 5 methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-  
 methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
 imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
 hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
 butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
 10 nonafluorobutyl, dimethylaminopropyl, 1,1-  
 di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
 di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
 di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
 hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
 15 aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
 isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
 phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,  
 pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-  
 ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-  
 20 2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-  
 ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and  
 ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro,  
 bromo, amino, hydroxy, methyl, ethyl, propyl, oxo,  
 dimethylamino, aminosulfonyl, cyclopropyl, cyano,  
 25 hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,  
 ethoxy, trifluoromethoxy, carboxymethyl,  
 morpholinylethylamino, propynyl, unsubstituted or  
 substituted phenyl and unsubstituted or substituted  
 heteroaryl selected from thienyl,  
 30 furanyl, pyridyl, imidazolyl, and pyrazolyl;  
 wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



wherein  $R^6$  is H or methyl;

and pharmaceutically acceptable derivatives thereof.

31. Compound of Claim 1 of the formula



wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;

wherein R is selected from

unsubstituted or substituted 9- or 10-membered fused  
nitrogen-containing heteroaryl,

where R is substituted with one or more substituents  
selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted  
heterocyclalkoxy, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-  
alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-  
alkoxy, and optionally substituted heterocyclalkyl-C<sub>2-4</sub>-  
alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

cycloalkyl,

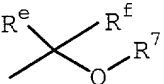
5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered  
tricyclic heterocyclalkyl,

wherein substituted R<sup>1</sup> is substituted with one or more

substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkylenyl, C<sub>1</sub>-  
2-haloalkoxy, optionally substituted phenyloxy,  
optionally substituted 4-6 membered heterocyclalkyl-C<sub>1</sub>-C<sub>4</sub>-

- alkylenyl, optionally substituted 4-6 membered  
 heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenylenyl, optionally substituted 4-6  
 membered heterocyclyl, optionally substituted 4-6  
 membered heterocycloxy, optionally substituted 4-6  
 5 membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted  
 4-6 membered heterocyclylsulfonyl, optionally substituted  
 4-6 membered heterocyclylamino, optionally substituted 4-  
 6 membered heterocyclylcarbonyl, optionally substituted  
 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 10 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano,  
 aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-  
 alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-  
 C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-  
 alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-

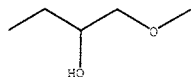
- 15 hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
 selected from

- H,  
 halo,  
 20 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 C<sub>1-6</sub>-haloalkyl,  
 C<sub>1-6</sub>-alkoxy,  
 25 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 cyano,  
 C<sub>1-2</sub>-hydroxyalkyl,  
 30 nitro,  
 C<sub>2-3</sub>-alkenyl,  
 C<sub>2-3</sub>-alkynyl,  
 C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,  
 5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 unsubstituted or substituted phenyl and  
 unsubstituted or substituted 4-6 membered  
 5 heterocyclyl;

wherein R<sup>d</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



; and

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;

10 wherein R<sup>g</sup> is H or C<sub>1-6</sub>-alkyl; and

wherein R<sup>h</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
 alkyl, 4-6 membered heterocyclyl, optionally substituted  
 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-  
 15 alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
 and pharmaceutically acceptable derivatives thereof.

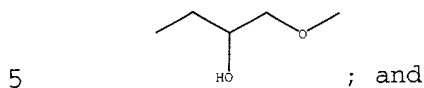
32. Compound of Claim 31 wherein R is selected from  
 indazolyl, where R is unsubstituted or substituted with one  
 20 or more substituents selected from chloro, fluoro, amino,  
 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 dimethylaminopropynyl, 1-methylpiperidinylmethoxy,  
 dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>i</sup> is  
 selected from phenyl, tetrahydronaphthyl, indanyl, indenyl,  
 25 naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl,  
 thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl,  
 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl,  
 isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-  
 indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl,  
 30 benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-  
 fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl,  
 tetrahydroquinolyl, indazolyl, 2,1,3-benzothiadiazolyl,  
 benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl,

- dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl,  
where R<sup>1</sup> is unsubstituted or substituted with one or more  
substituents selected from bromo, chloro, fluoro, iodo,  
nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy,  
5 aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,  
phenyl, phenylmethyl, morpholinylmethyl,  
methylpiperazinylmethyl, methylpiperazinylpropyl,  
morpholinylpropyl, methylpiperidinylmethyl,  
morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl,  
10 piperidinylethyl, piperidinylmethyl, piperidinylpropyl,  
pyrrolidinylpropyl, pyrrolidinylpropenyl,  
pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl,  
methylcarbonyl, piperidinylmethylcarbonyl,  
methylpiperazinylcarbonylethyl, methoxycarbonyl, 3-  
15 ethoxycarbonyl-2-methyl-fur-5-yl, methylpiperazinyl,  
methylpiperidyl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
20 nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
25 aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, 1-methylpiperidin-4-yloxy, isopropoxy, methoxy and  
ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro,  
bromo, amino, hydroxy, methyl, ethyl, propyl, oxo,  
30 dimethylamino, aminosulfonyl, cyclopropyl, cyano,  
hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,  
ethoxy, trifluoromethoxy, carboxymethyl,  
morpholinylethylamino, propynyl, unsubstituted or

substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and

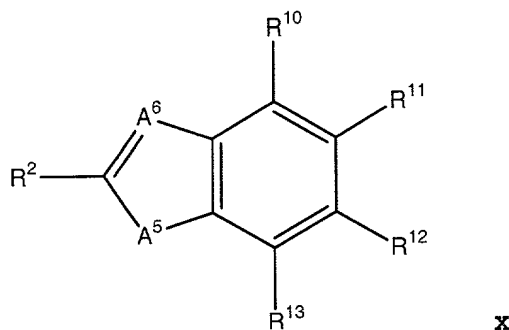


wherein  $R^6$  is H or methyl;

and pharmaceutically acceptable derivatives thereof.

33. Compound of Claim 1 of the formula

10



wherein  $A^5$  is selected from S, O and  $NR^6$ ;

wherein  $A^6$  is selected from  $CR^2$  and N;

15 wherein R is selected from

unsubstituted or substituted 9- or 10-membered fused  
nitrogen-containing heteroaryl,

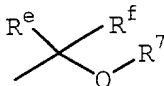
where R is substituted with one or more substituents

20 selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -  
haloalkyl,  $C_{1-6}$ -alkoxy, optionally substituted  
heterocyclalkoxy,  $C_{1-6}$ -alkylamino- $C_{2-4}$ -alkynyl,  $C_{1-6}$ -  
alkylamino- $C_{1-6}$ -alkoxy,  $C_{1-6}$ -alkylamino- $C_{1-6}$ -alkoxy- $C_{1-6}$ -  
alkoxy, and optionally substituted heterocyclalkyl- $C_{2-4}$ -  
alkynyl;

25 wherein  $R^1$  is selected from unsubstituted or substituted  
aryl,

cycloalkyl,  
 5-6 membered heteroaryl and  
 9-10 membered bicyclic and 13-14 membered  
 tricyclic heterocyclyl,

- 5 wherein substituted  $R^1$  is substituted with one or more  
 substituents selected from halo,  $C_{1-6}$ -alkyl, optionally  
 substituted  $C_{3-6}$ -cycloalkyl, optionally substituted  
 phenyl, optionally substituted phenyl- $C_{1-4}$ -alkylenyl,  $C_{1-}$   
 2-haloalkoxy, optionally substituted phenyloxy,  
 10 optionally substituted 4-6 membered heterocyclyl- $C_{1-4}$ -  
 alkylenyl, optionally substituted 4-6 membered  
 heterocyclyl- $C_{2-4}$ -alkenylenyl, optionally substituted 4-6  
 membered heterocyclyl, optionally substituted 4-6  
 membered heterocycloxy, optionally substituted 4-6  
 15 membered heterocyclyl- $C_{1-4}$ -alkoxy, optionally substituted  
 4-6 membered heterocyclylsulfonyl, optionally substituted  
 4-6 membered heterocyclylamino, optionally substituted 4-  
 6 membered heterocyclylcarbonyl, optionally substituted  
 4-6 membered heterocyclyl- $C_{1-4}$ -alkylcarbonyl,  $C_{1-2}$ -  
 20 haloalkyl,  $C_{1-4}$ -aminoalkyl, nitro, amino, hydroxy, cyano,  
 aminosulfonyl,  $C_{1-2}$ -alkylsulfonyl, halosulfonyl,  $C_{1-4}$ -  
 alkylcarbonyl,  $C_{1-3}$ -alkylamino- $C_{1-3}$ -alkyl,  $C_{1-3}$ -alkylamino-  
 $C_{1-3}$ -alkoxy,  $C_{1-3}$ -alkylamino- $C_{1-3}$ -alkoxy- $C_{1-3}$ -alkoxy,  $C_{1-4}$ -  
 alkoxycarbonyl,  $C_{1-4}$ -alkoxycarbonylamino- $C_{1-4}$ -alkyl,  $C_{1-4}$ -

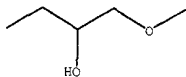
- 25 hydroxyalkyl,  and  $C_{1-4}$ -alkoxy;

wherein  $R^2$  is one or more substituents independently  
 selected from

- H,  
 halo,  
 30 hydroxy,  
 amino,  
 $C_{1-6}$ -alkyl,  
 $C_{1-6}$ -haloalkyl,

- C<sub>1-6</sub>-alkoxy,  
 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 5 cyano,  
 C<sub>1-2</sub>-hydroxyalkyl,  
 nitro,  
 C<sub>2-3</sub>-alkenyl,  
 C<sub>2-3</sub>-alkynyl,  
 10 C<sub>1-6</sub>-haloalkoxy,  
 C<sub>1-6</sub>-carboxyalkyl,  
 5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 unsubstituted or substituted phenyl and  
 unsubstituted or substituted 4-6 membered  
 15 heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and

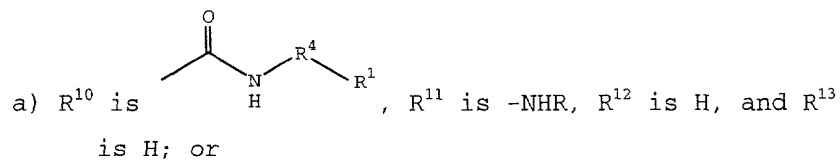


; and

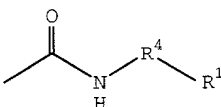
wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;

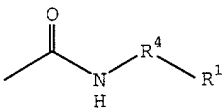
- 20 wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
 alkyl, 4-6 membered heterocyclyl, optionally substituted  
 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-  
 25 alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl; and

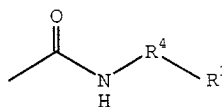
wherein

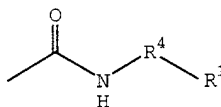


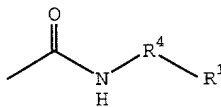


b)  $R^{10}$  is -NHR,  $R^{11}$  is ,  $R^{12}$  is H, and  $R^{13}$  is H; or

c)  $R^{10}$  is H,  $R^{11}$  is -NHR,  $R^{12}$  is , and  $R^{13}$  is H; or

5 d)  $R^{10}$  is H,  $R^{11}$  is ,  $R^{12}$  is -NHR, and  $R^{13}$  is H; or

e)  $R^{10}$  is H,  $R^{11}$  is H,  $R^{12}$  is , and  $R^{13}$  is -NHR; or

10 f)  $R^{10}$  is H,  $R^{11}$  is H,  $R^{12}$  is -NHR, and  $R^{13}$  is ;  
and pharmaceutically acceptable derivatives thereof.

34. Compound of Claim 33 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein  $R^1$  is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolyl,

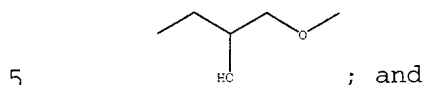
15  
20  
25

- indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl,  
benzothienyl, benzofuryl, benzimidazolyl, dihydro-  
benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more substituents  
5 selected from bromo, chloro, fluoro, iodo, nitro, amino,  
cyano, aminoethyl, Boc-aminoethyl, hydroxy, aminosulfonyl,  
4-methylpiperazinylsulfonyl, cyclohexyl, phenyl,  
phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl,  
methylpiperazinylpropyl, morpholinylpropyl,  
10 methylpiperidinylmethyl, morpholinylethyl, 1-(4-  
morpholinyl)-2,2-dimethylpropyl, piperidinylethyl,  
piperidinylmethyl, piperidinylpropyl, pyrrolidinylpropyl,  
pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl,  
methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl,  
15 methylpiperazinylcarbonylethyl, methoxycarbonyl, 3-  
ethoxycarbonyl-2-methyl-fur-5-yl, methylpiperazinyl,  
methylpiperidyl, 1-methyl-(1,2,3,6-tetrahydropyridyl),  
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,  
hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-  
20 butyl, sec-butyl, trifluoromethyl, pentafluoroethyl,  
nonafluorobutyl, dimethylaminopropyl, 1,1-  
di(trifluoromethyl)-1-hydroxymethyl, 1,1-  
di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-  
di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-  
25 hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-  
aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-  
isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,  
phenyloxy, 1-methylpiperidin-4-yloxy, isopropoxy, methoxy and  
ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro,  
30 bromo, amino, hydroxy, methyl, ethyl, propyl, oxo,  
dimethylamino, aminosulfonyl, cyclopropyl, cyano,  
hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,  
ethoxy, trifluoromethoxy, carboxymethyl,  
morpholinylethylamino, propynyl, unsubstituted or

substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and

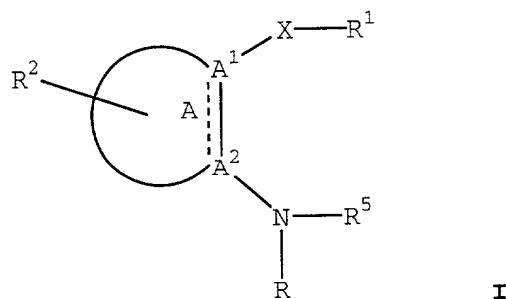


wherein  $R^6$  is H or methyl;

and pharmaceutically acceptable derivatives thereof.

35. A pharmaceutical composition comprising a  
10 pharmaceutically-acceptable carrier and a compound as in any  
of Claims 1-34.

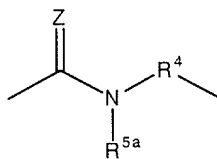
36. A method of treating cancer in a subject, said  
method comprising administering an effective amount of a  
15 compound of formula I



wherein each of  $A^1$  and  $A^2$  is independently C or N;

20 wherein ring A is selected from

- a) 5- or 6-membered partially saturated heterocyclyl,
- b) 5- or 6-membered heteroaryl,
- c) 9-, 10- or 11-membered fused partially saturated heterocyclyl,
- 25 d) 9- or 10-membered fused heteroaryl,
- e) aryl, and
- f) 4-, 5- or 6-membered cycloalkenyl;



wherein X is

;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl,
- b) substituted aryl, and
- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, alkylaminoalkoxy, lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted with  $R^2$ ;

wherein  $R^1$  is selected from

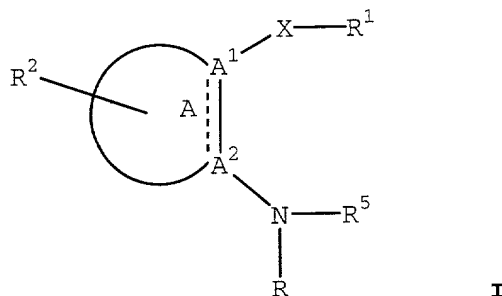
- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4 \text{ alkylenyl}R^{14})$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl,

- optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted with  $R^2$ ;
- wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;
- wherein  $R^3$  is selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted  $C_3-C_6$ -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 4-6 membered heterocyclylalkyl, optionally substituted  $C_3-C_6$  cycloalkylalkyl, and lower haloalkyl;
- wherein  $R^4$  is selected from a direct bond,  $C_{2-4}$ -alkylenyl,  $C_{2-4}$ -alkenylenyl and  $C_{2-4}$ -alkynylenyl, where one of the  $CH_2$  groups may be replaced with an oxygen atom or an  $-NH-$ , wherein  $R^4$  is optionally substituted with hydroxy;
- wherein  $R^5$  is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;
- wherein  $R^{14}$  is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted  $C_3-C_6$  cycloalkyl; and pharmaceutically acceptable derivatives thereof; provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

37. The method of Claim 36 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and  
 5 miscellaneous agents.

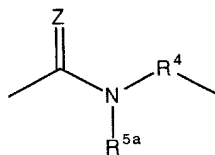
38. A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Formula I  
 10



wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C or N;

wherein ring A is selected from

- 15      a) 5- or 6-membered partially saturated heterocyclyl,  
          b) 5- or 6-membered heteroaryl,  
          c) 9-, 10- or 11-membered fused partially saturated heterocyclyl,  
          d) 9- or 10-membered fused heteroaryl,  
 20      e) aryl, and  
          f) 4-, 5- or 6-membered cycloalkenyl;



wherein X is



wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl,  
b) substituted aryl, and  
c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;  
5 wherein substituted R is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, alkylaminoalkoxy, lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted with  $R^2$ ;  
10 wherein  $R^1$  is selected from  
a) substituted or unsubstituted 6-10 membered aryl,  
b) substituted or unsubstituted 4-6 membered heterocyclyl,  
c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,  
20 d) cycloalkyl, and  
e) cycloalkenyl,  
wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4$   
25  $alkylenylR^{14})$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro,  
30 lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted with  $R^2$ ;

from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ , -

$$\text{NR}^3\text{R}^3, -\text{SO}_2\text{NR}^3\text{R}^3, -\text{NR}^3\text{C}(\text{O})\text{OR}^3, -\text{NR}^3\text{C}(\text{O})\text{R}^3, \text{cycloalkyl},$$

optionally substituted phenylalkylenyl, optionally

5 substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

10 wherein R<sup>3</sup> is independently selected from H, lower alkyl,  
optionally substituted phenyl, optionally substituted 4-6

membered heterocyclyl, optionally substituted C<sub>3</sub>-C<sub>6</sub>-

cycloalkyl, optionally substituted phenylalkyl,

optionally substituted 4-6 membered heterocyclalkyl,

15 optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkylalkyl, and lower haloalkyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>2-4</sub>-alkylenyl, C<sub>2</sub>-

4-alkenylenyl and C<sub>2-4</sub>-alkynylenyl, where one of the CH<sub>2</sub>

groups may be replaced with an oxygen atom or an -NH-,

20 wherein R<sup>4</sup> is optionally substituted with hydroxy;

wherein R<sup>5</sup> is selected from H, lower alkyl, optionally

substituted phenyl and optionally substituted lower

aralkyl;

wherein R<sup>14</sup> is selected from H, optionally substituted

25      phenyl, optionally substituted 4-6 membered heterocyclyl

and optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

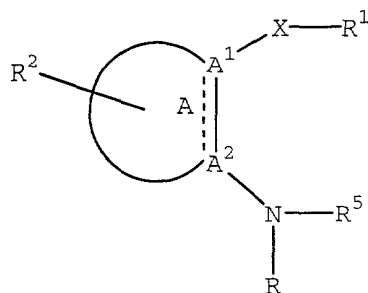
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

30

39. A compound as in any of Claims 1-34 for use in a method of therapeutic treatment for the human or animal body.



40. A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



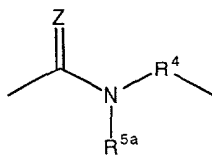
5

I

wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C or N;

wherein ring A is selected from

- a) 5- or 6-membered partially saturated heterocyclyl,
- 10 b) 5- or 6-membered heteroaryl,
- c) 9-, 10- or 11-membered fused partially saturated heterocyclyl,
- d) 9- or 10-membered fused heteroaryl,
- e) aryl, and
- 15 f) 4-, 5- or 6-membered cycloalkenyl;



wherein X is

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered
- 20 heterocyclyl,
- b) substituted aryl, and
- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;
- wherein substituted R is substituted with one or more
- 25 substituents independently selected from halo, -OR<sup>3</sup>,

-SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>,  
-NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally  
substituted 4-6 membered heterocyclyl, optionally  
substituted phenyl, nitro, alkylaminoalkoxyalkoxy,  
5 cyano, alkylaminoalkoxy, lower alkyl substituted  
with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and  
lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>1</sup> is selected from

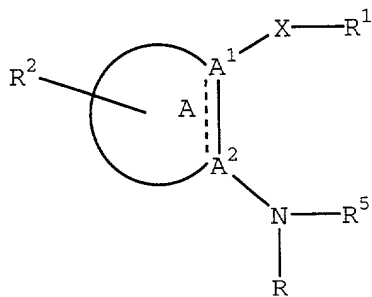
- a) substituted or unsubstituted 6-10 membered aryl,
- 10 b) substituted or unsubstituted 4-6 membered  
heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or  
tricyclic heterocyclyl,
- d) cycloalkyl, and
- 15 e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents independently selected from halo, -OR<sup>3</sup>,  
-SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub>  
alkylenylR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -  
20 NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl,  
optionally substituted 4-6 membered heterocyclyl,  
optionally substituted phenyl, halosulfonyl, cyano,  
alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro,  
lower alkyl substituted with R<sup>2</sup>, lower alkenyl  
25 substituted with R<sup>2</sup>, and lower alkynyl substituted  
with R<sup>2</sup>;

wherein R<sup>2</sup> is one or more substituents independently selected  
from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -  
NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl,  
30 optionally substituted phenylalkylenyl, optionally  
substituted 4-6 membered heterocyclyl, optionally  
substituted heteroarylalkylenyl, optionally substituted  
phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower

- carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl; wherein  $R^3$  is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6
- 5 optionally substituted membered heterocyclyl, optionally substituted  $C_3$ - $C_6$ -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 4-6 membered heterocyclalkyl, optionally substituted  $C_3$ - $C_6$  cycloalkylalkyl, and lower haloalkyl;
- 10 wherein  $R^4$  is selected from a direct bond,  $C_{2-4}$ -alkylenyl,  $C_{2-4}$ -alkenylenyl and  $C_{2-4}$ -alkynylenyl, where one of the  $CH_2$  groups may be replaced with an oxygen atom or an -NH-, wherein  $R^4$  is optionally substituted with hydroxy;
- wherein  $R^5$  is selected from H, lower alkyl, optionally
- 15 substituted phenyl and optionally substituted lower aralkyl;
- wherein  $R^{14}$  is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted  $C_3$ - $C_6$  cycloalkyl;
- 20 and pharmaceutically acceptable derivatives thereof; provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

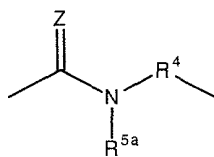
41. A method of treating proliferation-related
- 25 disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



wherein each of  $A^1$  and  $A^2$  is independently C or N;

wherein ring A is selected from

- a) 5- or 6-membered partially saturated heterocyclyl,
- 5 b) 5- or 6-membered heteroaryl,
- c) 9-, 10- or 11-membered fused partially saturated heterocyclyl,
- d) 9- or 10-membered fused heteroaryl,
- e) aryl, and
- 10 f) 4-, 5- or 6-membered cycloalkenyl;



wherein X is

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered
  - 15 heterocyclyl,
  - b) substituted aryl, and
  - c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;
- wherein substituted R is substituted with one or more
- 20 substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy,
  - 25 cyano, alkylaminoalkoxy, lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted with  $R^2$ ;

wherein  $R^1$  is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- 30 b) substituted or unsubstituted 4-6 membered heterocyclyl,

- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

5        wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4$  alkylenyl $R^{14})$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, 10 optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted 15 with  $R^2$ ;

wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, 20 optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

25        wherein  $R^3$  is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted  $C_3-C_6$ -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 4-6 membered heterocyclylalkyl, 30 optionally substituted  $C_3-C_6$  cycloalkylalkyl, and lower haloalkyl;

wherein  $R^4$  is selected from a direct bond,  $C_{2-4}$ -alkylenyl,  $C_{2-4}$ -alkenylenyl and  $C_{2-4}$ -alkynylenyl, where one of the  $CH_2$

groups may be replaced with an oxygen atom or an -NH-,  
wherein R<sup>4</sup> is optionally substituted with hydroxy;  
wherein R<sup>5</sup> is selected from H, lower alkyl, optionally  
substituted phenyl and optionally substituted lower  
5 aralkyl;  
wherein R<sup>14</sup> is selected from H, optionally substituted  
phenyl, optionally substituted 4-6 membered heterocycl  
and optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;  
and pharmaceutically acceptable derivatives thereof;  
10 provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-  
pyridyl.

42. Method of Claim 41 wherein the disorder is  
inflammation or an inflammation-related disorder.

15

43. Compound of Claim 1 and pharmaceutically  
acceptable salts thereof selected from  
2-(1H-Indazol-6-ylamino)-N-[3-(3-morpholin-4-yl-propyl)-5-  
trifluoromethyl-phenyl]-nicotinamide;  
20 2-(1H-Indazol-6-ylamino)-N-[3-(3-piperidin-1-yl-propyl)-5-  
trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-  
ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-pyrrolidin-2-  
25 ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-yloxy)-5-  
trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-ylmethoxy)-5-  
trifluoromethyl-phenyl]-nicotinamide;  
30 N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-116-  
benzo[d]isothiazol-6-yl)-2-(1H-indazol-6-ylamino)-  
nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(5,5,8,8-tetramethyl-5,6,7,8-  
tetrahydro-naphthalen-2-yl)-nicotinamide;

- 2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(1-isopropyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;
- 5 N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-nicotinamide;
- 10 N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;
- 15 2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-[3-(2-pyrrolidin-1-yl-ethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;
- 20 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;
- 25 N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
- 2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;
- N-(3-Bromo-5-trifluoromethyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
- 30 2-(1H-Indazol-6-ylamino)-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;
- N-[4-tert-Butyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

- N-(7-Acetyl-5,5-dimethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
1-Boc-2-(2-tert-Butyl-5-{[2-(1H-indazol-6-ylamino)-pyridine-3-carbonyl]-amino}-phenoxy-methyl)-pyrrolidine;
- 5 N-[4-tert-Butyl-3-(piperidin-4-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;  
N-(4-tert-Butyl-3-piperazin-1-yl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
- 10 N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
- 15 N-(2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[4-tert-Butyl-3-(4-propyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[4-tert-Butyl-3-(4-isopropyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
- 20 2-(1H-Indazol-6-ylamino)-N-[3-(1-methylpyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;  
N-(4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
- 25 N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(4-methyl-piperazin-1-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;
- 30 2-(1H-Indazol-6-ylamino)-N-[3-(4-Boc-piperazin-1-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(3-morpholin-4-ylmethoxy)-4-pentafluoroethyl-phenyl)-nicotinamide;



- 2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-3-piperazin-1-ylmethyl-phenyl)-nicotinamide;  
N-[4-tert-Butyl-3-(4-Boc-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
5 N-(4-tert-Butyl-3-nitro-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(3-Amino-4-tert-butyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[4-tert-Butyl-3-(2-hydroxy-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
10 N-[4-tert-Butyl-3-(2-morpholin-4-yl-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[4-tert-Butyl-3-(1-Boc-piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
15 2-(1H-Indazol-6-ylamino)-N-[2-(2-morpholin-4-yl-ethyl)-1,2,3,4-tetrahydro-isoquinolin-7-yl]-nicotinamide;  
N-[4-tert-Butyl-2-(4-methyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(2-oxo-4-trifluoromethyl-2H-chromen-7-yl)-nicotinamide;  
20 2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-1,2,3,6-tetrahydropyridin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(1H-indol-7-yl)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;  
25 N-[4-tert-Butyl-3-(piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(3-piperazin-1-ylmethyl-5-trifluoromethyl-phenyl)-nicotinamide; and  
30 N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.